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- and -

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of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF HARRISON DENMAN IN SUPPORT OF AD HOC GROUP'S
OBJECTION TO DEBTORS' MOTION FOR APPROVAL OF RMBS TRUST
SETTLEMENT AGREEMENTS**

I, HARRISON DENMAN, declare as follows:

1. I am an Associate with the firm of White & Case LLP, counsel for the Ad Hoc Group of Junior Secured Noteholders (the "Ad Hoc Group"). I submit this declaration in support of the Ad Hoc Group's Objection to the Debtors' Motion for approval of the RMBS Trust Settlement Agreements.

2. Annexed hereto as Exhibit 1 is a true and correct copy of the relevant pages of the transcript of the deposition of Marc D. Puntus on November 5, 2012.
3. Annexed hereto as Exhibit 2 is a true and correct copy of the relevant pages of the transcript of the deposition of Thomas Marano on November 12, 2012.
4. Annexed hereto as Exhibit 3 is a true and correct copy of the relevant pages of the transcript of the deposition of Mark Renzi on November 7, 2012.
5. Annexed hereto as Exhibit 4 is a true and correct copy of an e-mail chain dated May 4, 2012, bates stamped RC-9019_00049082.
6. Annexed hereto as Exhibit 5 is a true and correct copy of the relevant pages of the transcript of the deposition of Timothy Devine on November 19, 2012.
7. Annexed hereto as Exhibit 6 is a true and correct copy of an e-mail dated May 9, 2012, bates stamped RC-9019_00049196.
8. Annexed hereto as Exhibit 7 is a true and correct copy of the relevant pages of the transcript of the deposition of John Ruckdaschel on November 8, 2012.
9. Annexed hereto as Exhibit 8 is a true and correct copy of an e-mail chain dated April 17, 2012, bates stamped RC-9019_00048956 – RC-9019_00048957.
10. Annexed hereto as Exhibit 9 is a true and correct copy of the relevant pages of the transcript of the deposition of Tammy Hamzepour on November 13, 2012.
11. Annexed hereto as Exhibit 10 is a true and correct copy of an e-mail chain dated April 27, 2012, bates stamped RC-9019_00048974 – RC-9019_00048975.
12. Annexed hereto as Exhibit 11 is a true and correct copy of an e-mail chain dated May 2, 2012, bates stamped RC-9019_00049016 – RC-9019_00049017.

13. Annexed hereto as Exhibit 12 is a true and correct copy an e-mail dated May 8, 2012, bates stamped RC-9019_00047906.
14. Annexed hereto as Exhibit 13 is a true and correct copy of an e-mail dated May 9, 2012, bates stamped RC-9019_00047942.
15. Annexed hereto as Exhibit 14 is a true and correct copy of an e-mail chain dated April 23, 2012, bates stamped RC-9019_00061443.
16. Annexed hereto as Exhibit 15 is a true and correct copy of an e-mail chain dated May 6, 2012 bates stamped RC-9019_00060880 – RC-9019_00060881.
17. Annexed hereto as Exhibit 16 is a true and correct copy of a presentation dated May 7, 2102, bates stamped RC-9019_00093296 – RC-9019_00093304.
18. Annexed hereto as Exhibit 17 is a true and correct copy of the relevant pages of the transcript of the deposition of Jeffrey Cancellieri on November 14, 2012.
19. Annexed hereto as Exhibit 18 is a true and correct copy of an e-mail chain dated May 12, 2012, bates stamped RC-9019_00050455 – RC-9019_00050456.
20. Annexed hereto as Exhibit 19 is a true and correct copy of an e-mail chain dated May 8, 2012, bates stamped RC-9019_00060931.
21. Annexed hereto as Exhibit 20 is a true and correct copy of the relevant pages of the transcript of the deposition of John Mack on November 14, 2012.
22. Annexed hereto as Exhibit 21 is a true and correct copy of the relevant pages of the transcript of the deposition of James Whitlinger on November 15, 2012.
23. Annexed hereto as Exhibit 22 is a true and correct copy of a presentation dated May 9, 2012, bates stamped RC-9019_00093180 – RC-9109_00093183.

24. Annexed hereto as Exhibit 23 is a true and correct copy of minutes dated May 9, 2012, bates stamped RC-9019_00054006 – RC-9019_00054007.
25. Annexed hereto as Exhibit 24 is a true and correct copy of minutes dated May 13, 2012, bates stamped RC-9019_00054008 – RC-9019_00054022.
26. Annexed hereto as Exhibit 25 is a true and correct copy of an e-mail chain dated August 15, 2012, bates stamped RC-9019_00093188 – RC-9019_00093189.
27. Annexed hereto as Exhibit 26 is a true and correct copy of an illustrative comparison of sample RMBS prospectus representations.

I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: February 1, 2013
New York, New York

/s/ Harrison Denman
Harrison Denman